

BROWN FORMAN CORP
 Form 4
 December 06, 2006

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
BROWN W L LYONS JR

2. Issuer Name and Ticker or Trading Symbol
BROWN FORMAN CORP [BFA, BFB]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
850 DIXIE HIGHWAY
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
12/05/2006

____ Director
 ____ Officer (give title below)
 10% Owner
 ____ Other (specify below)

LOUISVILLE, KY 40210
 (City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 ____ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|-----|--------------------------|
| | | | | (A) or (D) | Code | V | Amount | (D) | Price |
| Class A Common | | | | | 425,962 | D | | | |
| Class A Common | | | | | 418,912 | I | | | |
| Class A Common | | | | | 598,076 | I | | | GRAT (Grantor trust) |
| Class A Common | | | | | 3,788.96 | I | | | Partnership/Nectar |
| Class A Common | | | | | 438,008.5 | I | | | GANYMO Trust/Partnership |

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| | | | | | | | | |
|-------------------|------------|--|------------------|-------|---|--------------|---|---|
| Class A Common | | | | | | 2,036,694.6 | I | Olympus One, LLC ⁽²⁾ |
| Class A Common | | | | | | 326,886 | I | by Spouse |
| Class B Common | | | | | | 18,667 | D | |
| Class B Common | 12/05/2006 | | J ⁽¹⁾ | 3,411 | D | \$ 0 346,589 | I | Hebe, LP |
| Class B Common | 12/05/2006 | | J ⁽¹⁾ | 2,537 | A | \$ 0 2,537 | I | Hebe Non-Exempt Trust fbo W.L. Lyons Brown, Jr. |
| Class B Common | 12/05/2006 | | J ⁽¹⁾ | 874 | A | \$ 0 874 | I | Hebe Exempt Trust fbo W.L.Lyons Brown, Jr. |
| Class B Common | | | | | | 933,350.5 | I | GANYMO Trust/Partnership |
| Class B Common | | | | | | 1,719,944.6 | I | Olympus One, LLC ⁽²⁾ |
| Class B Common | | | | | | 26,898 | I | by Spouse |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number. SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Beneficially (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V | (A) | (D) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| BROWN W L LYONS JR 850 DIXIE HIGHWAY LOUISVILLE, KY 40210 | | X | | |

Signatures

Nelea A. Absher Attn. in Fact for: W.L. Lyons
Brown, Jr. 12/06/2006

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) On December 5, 2006, the Hebe LP made a distribution of certain of its assets, including Brown-Forman Class B shares, to its Limited Partners, two of which are the Hebe Non-Exempt Trust fbo W.L.Lyons Brown, Jr. and the Hebe Exempt Trust fbo W.L.Lyons Brown, Jr.
- (2) Class A and Class B shares previously reported as indirectly held by the filing person in Trust/Remainder have been contributed to Olympus One, LLC and continue to be indirectly held by the reporting person.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.